

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

)
) **PROMESA**

) **Title III**

)
) **No. 17 BK 3283-LTS**

)
) **(Jointly Administered)**

)
) **Re:** ECF Dkt. Nos. 5810, 9316, 12827,
) 12829, 12831, 12833, 12835, 14348, 14350,
) 14352, 14354, 14356, 14522, 16075, 16143,
) 16144, 16146, 16148, 16150, 17553, 18066,
) 18293, 18296, 18454, 18494, 19195, 19219,
) 19222, 19224, 19226, 19230, 19237, 19238,
) 19239, 19241, 19243, 19245; 20385
) **Case No. 17-3566** Dkt. Nos. 717, 862, 988,
) 1112, 1254

Case No. 17-3567 Dkt. Nos. 654, 764, 925,
996, 1111, 1113

Case No. 17-4780 Dkt. Nos. 1133, 1778,
1963, 2208, 2399, 2410, 2653

Case No. 19-5523 Dkt. Nos. 70, 96, 110,
225, 229

Hearing date: March 23, 2022 at 9:30 a.m.
(AST)

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**FEE EXAMINER'S REVISED² REPORT ON UNCONTESTED PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
MARCH 23, 2022 OMNIBUS HEARING**

- I. STATUS REPORT ON INTERIM AND FINAL FEE REVIEW AND RECOMMENDATION PROCESS POST- PLAN CONFIRMATION**
- II. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE THIRTEENTH INTERIM (JUNE 1, 2021-SEPTEMBER 30, 2021) AND PRIOR COMPENSATION PERIODS**
- III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE MAY 18, 2022 OMNIBUS HEARING OR A LATER DATE**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

**UPDATE ON FEE REVIEW AND APPROVAL PROCESS IN LIGHT OF PRRADA AND
THE OCCURRENCE OF THE EFFECTIVE DATE**

With the occurrence of the Effective Date on March 15, 2022 [Dkt. No. 20349], the **Fifteenth Interim Fee Period** for Commonwealth, ERS, and PBA professionals (February 1-March 15, 2022) has come to a close. This report addresses previously deferred interim fee applications for interim periods through and including the **Thirteenth Interim Fee Period** (June 1-September 30, 2021). Applications for the **Fourteenth Interim Fee Period** (October 1, 2021-January 31, 2022) may not be filed until professionals have filed the Fed. R. Bankr. R. 2014 disclosures required by the *Puerto Rico Recovery Accuracy in Disclosures Act*, Pub. L. No. 117-82 ("**PRRADA**").³ In consultation with the Oversight Board, the U.S. Trustee,

² This filing supersedes the Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the March 23, 2022 Omnibus Hearing [Dkt. No. 20385]. This revised version corrects Exhibit A to the report and proposed order. Revised Exhibit A, followed by a redline showing the change, has been substituted into both the revised report and attached proposed order.

³ Notwithstanding PRRADA's prohibition on filed compensation applications, some professionals have continued to file interim fee applications. See Dkt. Nos. 20306 and 20307 (withdrawn by Dkt. No. 20355), 20309 (withdrawn by Dkt. No. 20356), 20327, 20329, 20342 (withdrawn by Dkt. No. 20351). The Fee Examiner has encouraged professionals to withdraw these applications or, in the alternative, recommends that the Court deny them without prejudice.

and other interested parties, the Fee Examiner has proposed a compensation procedures order to address, among other things, the PRRADA-related delay. *See Joint Motion of the Oversight Board and the Fee Examiner for Entry of Order Further Amending Procedures for Submitting and Considering Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20245].⁴

With the cooperation of most professionals, the Fee Examiner is using the PRRADA-imposed period to focus on interim fee applications that have lagged—whether due to incomplete or missing data submissions or simply delayed submission of interim fee applications.⁵ To that end and in the interest of efficiency, the Fee Examiner has combined as many as three sequential interim applications for some professionals, recommending them for approval as a group. In the Fee Examiner’s discretion and with the cooperation of professionals, that approach will continue in subsequent reports post-Effective Date.

In some instances, appropriate responses to a Fee Examiner confidential letter report have not been forthcoming. In such instances, the applications will be recommended for Court approval with the Fee Examiner’s initially proposed adjustment. This should leave most Commonwealth, ERS, and PBA professionals well-positioned to substantially complete the interim fee process before year-end and before the final fee application process mandated in the Plan of Adjustment and the pending compensation procedures order.

⁴ The Fee Examiner intends to submit, under certification, a revised and jointly-proposed *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* addressing informal comments to the originally proposed order.

⁵ One professional, retained by PREPA, has insisted that it is exempt from the Title III fee review process notwithstanding that its own explanation of its work, other professionals’ time records, and its client’s expressed position demonstrate otherwise. The Fee Examiner intends to file a motion to compel compliance if this professional persists in its refusal to participate.

THIRTEENTH INTERIM (AND PRIOR) FEE PERIOD APPLICATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibit B** and **Exhibit C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the May 18, 2022 omnibus hearing or another date convenient for the Court.

Exhibit A lists 40 interim fee applications recommended for the Court’s approval with adjustment. **Exhibit B** identifies those pending interim applications recommended for deferral, including those filed after the Fee Examiner’s deadlines or initially supported by incomplete data or documentation but before PRRADA. **Exhibit C** lists one remaining final COFINA fee application recommended for deferral.

RELIEF REQUESTED

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibit A** and permit the deferral of the applications listed on **Exhibits B** and **C** to the omnibus hearing scheduled for May 18, 2022 or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: March 18, 2022.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo

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26901606.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
<i>Puerto Rico Counsel for PREPA</i>									
1	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00	\$ 4,845.00	\$ 756.22	\$ 50.00	FN1	\$ 536,435.00	\$ 806.22
<i>Investment Banker and Financial Advisor to FOMB</i>									
2	Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00	\$ 34,511.28	\$ 41,623.98	\$ -		\$ 1,940,488.72	\$ 41,623.98
Seventh Interim Fee Period (June 1 - September 30, 2019)									
<i>Claims Counsel to FOMB - Commonwealth</i>									
3-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00	\$ 153,419.17	\$ 205,804.25	\$ 18,661.89	FN2	\$ 1,107,633.83	\$ 187,142.36
<i>Claims Counsel to FOMB - HTA</i>									
3-b	Brown Rudnick LLP [17-3566 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00	\$ 342.72	\$ -	\$ -	FN2	\$ 2,474.28	\$ -
<i>Claims Counsel to FOMB - ERS</i>									
3-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00	\$ 3,570.47	\$ -	\$ -	FN2	\$ 25,777.53	\$ -
<i>Claims Counsel to FOMB - PREPA</i>									
3-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00	\$ 53,489.70	\$ 9,138.57	\$ 828.67	FN2	\$ 386,177.30	\$ 8,309.90
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
4-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70	\$ -	\$ 488,281.95	\$ -	FN3, FN4	\$ 11,904,959.70	\$ 488,281.95
<i>Counsel to Debtors - ERS</i>									
4-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90	\$ -	\$ 72,528.81	\$ -	FN3	\$ 1,732,608.90	\$ 72,528.81
<i>Counsel to Debtors - HTA</i>									
4-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10	\$ -	\$ 82,253.31	\$ -	FN3	\$ 2,967,593.10	\$ 82,253.31
<i>Counsel to Debtors - PBA</i>									
4-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80	\$ -	\$ 105.80	\$ -	FN3	\$ 264,301.80	\$ 105.80
<i>Counsel to Debtors - PREPA</i>									
4-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30	\$ -	\$ 316,994.84	\$ -	FN3	\$ 5,694,120.30	\$ 316,994.84
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
5-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60	\$ -	\$ 812,642.95	\$ -	FN3, FN4	\$ 16,498,056.60	\$ 812,642.95
<i>Counsel to Debtors - ERS</i>									
5-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20	\$ -	\$ 49,926.81	\$ -	FN3	\$ 1,866,775.20	\$ 49,926.81
<i>Counsel to Debtors - HTA</i>									
5-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80	\$ -	\$ 27,280.77	\$ -	FN3	\$ 657,568.80	\$ 27,280.77
<i>Counsel to Debtors - PBA</i>									
5-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80	\$ -	\$ 443.90	\$ -	FN3	\$ 162,451.80	\$ 443.90
<i>Counsel to Debtors - PREPA</i>									
5-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10	\$ -	\$ 255,819.76	\$ -	FN3	\$ 2,997,464.10	\$ 255,819.76
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
6-a	Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90	\$ -	\$ 556,621.24	\$ 42,897.92	FN3, FN4	\$ 14,735,103.90	\$ 513,723.32
<i>Counsel to Debtors - ERS</i>									
6-b	Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,217,593.90	\$ -	\$ 93,500.38	\$ -	FN3	\$ 3,217,593.90	\$ 93,500.38
<i>Counsel to Debtors - HTA</i>									

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
6-c	Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996] <i>Counsel to Debtors - PBA</i>	6/1 - 9/30/2020	\$ 389,151.90	\$ -	\$ 37,317.45	\$ -	FN3	\$ 389,151.90	\$ 37,317.45
6-d	Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110] <i>Counsel to Debtors - PREPA</i>	6/1 - 9/30/2020	\$ 27,642.00	\$ -	\$ -	\$ -	FN3	\$ 27,642.00	\$ -
6-e	Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410] <i>Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)</i> <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>	6/1 - 9/30/2020	\$ 3,938,373.60	\$ -	\$ 144,038.33	\$ -	FN3	\$ 3,938,373.60	\$ 144,038.33
7	Brattle Group, Inc., The [Dkt. No. 16075 and 17-4780 Dkt. No. 2399] <i>Debtors' Service Agent</i>	9/1/2020 - 1/31/2021	\$ 986,673.50	\$ 3,414.57	\$ 5,687.50	\$ -	FN5	\$ 983,258.93	\$ 5,687.50
8	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18293] <i>Attorneys for FOMB</i>	9/1/2020 - 1/31/2021	\$ 18,473.90	\$ -	\$ 39,669.47	\$ -		\$ 18,473.90	\$ 39,669.47
8	Munger, Tolles & Olson LLP [Dkt. No. 17553] <i>Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)</i> <i>Debtors' Service Agent</i>	2/1/2020 - 11/30/2020	\$ 103,642.16	\$ -	\$ 9,505.50	\$ -		\$ 103,642.16	\$ 9,505.50
9	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18296] <i>Financial Advisor to FOMB</i>	2/1/2021 - 5/31/2021	\$ 17,199.60	\$ -	\$ 31,571.53	\$ -		\$ 17,199.60	\$ 31,571.53
10	Ernst & Young LLP [Dkt. No. 18066 & 18454 & 18494] <i>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</i> <i>Advisor to the FOMB - Commonwealth</i>	2/1/2021 - 5/31/2021	\$ 10,021,758.20	\$ 165,000.00	\$ 1,769.80	\$ -		\$ 9,856,758.20	\$ 1,769.80
11-a	Alvarez & Marsal North America, LLC [Dkt. No. 19239] <i>Advisor to the FOMB - ERS</i>	6/1/2021 - 9/30/2021	\$ 3,859,596.72	\$ 5,135.94	\$ 14,017.51	\$ 144.97		\$ 3,854,460.78	\$ 13,872.54
11-b	Alvarez & Marsal North America, LLC [Dkt. No. 19241 and 17-3566 Dkt. No. 1254] <i>Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 313,623.63	\$ -	\$ -	\$ -		\$ 313,623.63	\$ -
11-c	Alvarez & Marsal North America, LLC [Dkt. No. 19243 and 17-3567 Dkt. No. 1113] <i>Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 140,886.81	\$ -	\$ -	\$ -		\$ 140,886.81	\$ -
11-d	Alvarez & Marsal North America, LLC [Dkt. No. 19245 and 19-5523 Dkt. No. 229] <i>Counsel for the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 52,055.64	\$ -	\$ -	\$ -		\$ 52,055.64	\$ -
12	Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 19222] <i>Financial Advisor to the FOMB</i>	6/1/2021 - 9/30/2021	\$ 363,292.50	\$ 1,312.50	\$ 6,239.70	\$ -		\$ 361,980.00	\$ 6,239.70
13-a	DiCicco, Gulman & Company LLP [Dkt. No. 19195] <i>Financial Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 270,600.00	\$ 75.00	\$ -	\$ -		\$ 270,525.00	\$ -
13-b	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 1111] <i>Financial Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 6,562.50	\$ -	\$ -	\$ -		\$ 6,562.50	\$ -
13-c	DiCicco, Gulman & Company LLP [19-5523 Dkt. No. 225] <i>Financial Advisor to the FOMB - PREPA</i>	6/1/2021 - 9/30/2021	\$ 78,412.50	\$ 3,225.00	\$ -	\$ -		\$ 75,187.50	\$ -
13-d	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2653] <i>Financial Advisor to the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 4,312.50	\$ -	\$ -	\$ -		\$ 4,312.50	\$ -

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
14	FTI Consulting, Inc. [Dkt. No. 19224]	6/1/2021 - 9/30/2021	\$ 1,423,793.50	\$ 41,263.51	\$ 423,318.39	\$ 30,322.05		\$ 1,382,529.99	\$ 392,996.34
	<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
15	Genovese Joblove & Battista [Dkt. No. 19219]	6/1/2021 - 9/30/2021	\$ 163,687.20	\$ 322.32	\$ 33,089.07	\$ 2,474.10		\$ 163,364.88	\$ 30,614.97
	<i>Counsel to the Official Committee of Retired Employees</i>								
16	Jenner & Block LLP [Dkt. No. 19230]	6/1/2021 - 9/30/2021	\$ 1,591,028.65	\$ 46,747.80	\$ 61,375.41	\$ -		\$ 1,544,280.85	\$ 61,375.41
	<i>Information Agent to the Official Committee of Retired Employees</i>								
17	Marchand ICS Group [Dkt. No. 19226]	6/1/2021 - 9/30/2021	\$ 208,065.00	\$ 87.50	\$ 18,423.53	\$ -		\$ 207,977.50	\$ 18,423.53
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
18	Paul Hastings LLP [Dkt. No. 19238]	6/1/2021 - 9/30/2021	\$ 1,950,268.00	\$ 40,035.18	\$ 63,942.15	\$ -	FN6	\$ 1,910,232.82	\$ 63,942.15
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
19	Zolfo Cooper, LLC [Dkt. No. 19237]	6/1/2021 - 9/30/2021	\$ 907,060.00	\$ 2,711.02	\$ -	\$ -	FN7	\$ 904,348.98	\$ -

FN1 - Adjustment to reflect expenses actually billed.

FN2 - The Brown Rudnick LLP recommendation is being submitted in the absence of a response from the professional, despite requests, but the Fee Examiner remains open to discussion and further adjustment in a subsequent report.

FN3 - Proskauer Rose LLP's eighth, ninth, and tenth interim applications all report—but do not request payment of—compensation constituting incremental fee amounts accrued during 2020 attributable to the firm's actual contractual entitlement to an annual rate increase (the "2020 Incremental Fees"). As part of the review process, the professional has waived all rights with respect to the 2020 Incremental Fees incurred during the eighth, ninth and tenth interim fee periods (from January through September 2020), reported as totaling \$1,981,675.00.

FN4 - The Fee Examiner reserves his rights with respect to \$968,365.00 of vendor-provided electronic research charges. The professional retains all its rights in respect of its final fee application.

FN5 - The Brattle Group, Inc.'s application includes \$59,345.00 in fees incurred after January 15, 2021—the end date specified in the underlying project assignment—for the professional's work on an electricity rate affordability and sustainability study. Proskauer Rose LLP subsequently provided written consent to extend the project assignment's end date to July 31, 2021 and an addendum reflecting the Oversight Board's approval to modify the project assignment's fee cap from \$1,000,000 to \$1,150,000.

FN6 - The Fee Examiner recommends that, for the thirteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$20,123.34, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,737,876.63 (i.e., \$1,950,268.00 minus (a) the aforementioned credit of \$20,123.34 and (b) a credit of \$192,268.03 for fee reductions pursuant to the orders approving Paul Hastings' Eleventh Interim Fee Application).

FN7 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
<i>Puerto Rico Counsel for PREPA</i>									
1	Cancio Nadal Rivera & Díaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00	\$ 4,845.00	\$ 756.22	\$ 50.00	FN1	\$ 536,435.00	\$ 806.22
<i>Investment Banker and Financial Advisor to FOMB</i>									
2	Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00	\$ 34,511.28	\$ 41,623.98	\$ -		\$ 1,940,488.72	\$ 41,623.98
Seventh Interim Fee Period (June 1 - September 30, 2019)									
<i>Claims Counsel to FOMB - Commonwealth</i>									
3-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00	\$ 153,419.17	\$ 205,804.25	\$ 18,661.89	FN2	\$ 1,107,633.83	\$ 187,142.36
<i>Claims Counsel to FOMB - HTA</i>									
3-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00	\$ 342.72	\$ -	\$ -	FN2	\$ 2,474.28	\$ -
<i>Claims Counsel to FOMB - ERS</i>									
3-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00	\$ 3,570.47	\$ -	\$ -	FN2	\$ 25,777.53	\$ -
<i>Claims Counsel to FOMB - PREPA</i>									
3-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00	\$ 53,489.70	\$ 9,138.57	\$ 828.67	FN2	\$ 386,177.30	\$ 8,309.90
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
4-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70	\$ -	\$ 488,281.95	\$ -	FN3, FN4	\$ 11,904,959.70	\$ 488,281.95
<i>Counsel to Debtors - ERS</i>									
4-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90	\$ -	\$ 72,528.81	\$ -	FN3	\$ 1,732,608.90	\$ 72,528.81
<i>Counsel to Debtors - HTA</i>									
4-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10	\$ -	\$ 82,253.31	\$ -	FN3	\$ 2,967,593.10	\$ 82,253.31
<i>Counsel to Debtors - PBA</i>									
4-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80	\$ -	\$ 105.80	\$ -	FN3	\$ 264,301.80	\$ 105.80
<i>Counsel to Debtors - PREPA</i>									
4-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30	\$ -	\$ 316,994.84	\$ -	FN3	\$ 5,694,120.30	\$ 316,994.84
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
5-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60	\$ -	\$ 812,642.95	\$ -	FN3, FN4	\$ 16,498,056.60	\$ 812,642.95
<i>Counsel to Debtors - ERS</i>									
5-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20	\$ -	\$ 49,926.81	\$ -	FN3	\$ 1,866,775.20	\$ 49,926.81
<i>Counsel to Debtors - HTA</i>									
5-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80	\$ -	\$ 27,280.77	\$ -	FN3	\$ 657,568.80	\$ 27,280.77
<i>Counsel to Debtors - PBA</i>									
5-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80	\$ -	\$ 443.90	\$ -	FN3	\$ 162,451.80	\$ 443.90
<i>Counsel to Debtors - PREPA</i>									
5-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10	\$ -	\$ 255,819.76	\$ -	FN3	\$ 2,997,464.10	\$ 255,819.76
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
6-a	Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90	\$ -	\$ 556,621.24	\$ 42,897.92	FN3, FN4	\$ 14,735,103.90	\$ 513,723.32
<i>Counsel to Debtors - ERS</i>									
6-b	Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,217,593.90	\$ -	\$ 93,500.38	\$ -	FN3	\$ 3,217,593.90	\$ 93,500.38
<i>Counsel to Debtors - HTA</i>									

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
6-c	Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996] <i>Counsel to Debtors - PBA</i>	6/1 - 9/30/2020	\$ 389,151.90	\$ -	\$ 37,317.45	\$ -	FN3	\$ 389,151.90	\$ 37,317.45
6-d	Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110] <i>Counsel to Debtors - PREPA</i>	6/1 - 9/30/2020	\$ 27,642.00	\$ -	\$ -	\$ -	FN3	\$ 27,642.00	\$ -
6-e	Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410] <i>Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)</i> <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>	6/1 - 9/30/2020	\$ 3,938,373.60	\$ -	\$ 144,038.33	\$ -	FN3	\$ 3,938,373.60	\$ 144,038.33
7	Brattle Group, Inc., The [Dkt. No. 16075 and 17-4780 Dkt. No. 2399] <i>Debtors' Service Agent</i>	9/1/2020 - 1/31/2021	\$ 986,673.50	\$ 3,414.57	\$ 5,687.50	\$ -	FN5	\$ 983,258.93	\$ 5,687.50
8	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18293] <i>Attorneys for FOMB</i>	9/1/2020 - 1/31/2021	\$ 18,473.90	\$ -	\$ 39,669.47	\$ -		\$ 18,473.90	\$ 39,669.47
8	Munger, Tolles & Olson LLP [Dkt. No. 17553] <i>Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)</i> <i>Debtors' Service Agent</i>	2/1/2020 - 11/30/2020	\$ 103,642.16	\$ -	\$ 9,505.50	\$ -		\$ 103,642.16	\$ 9,505.50
9	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18296] <i>Financial Advisor to FOMB</i>	2/1/2021 - 5/31/2021	\$ 17,199.60	\$ -	\$ 31,571.53	\$ -		\$ 17,199.60	\$ 31,571.53
10	Ernst & Young LLP [Dkt. No. 18066 & 18454 & 18494] <i>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</i> <i>Advisor to the FOMB - Commonwealth</i>	2/1/2021 - 5/31/2021	\$ 10,021,758.20	\$ 165,000.00	\$ 1,769.80	\$ -		\$ 9,856,758.20	\$ 1,769.80
11-a	Alvarez & Marsal North America, LLC [Dkt. No. 19239] <i>Advisor to the FOMB - ERS</i>	6/1/2021 - 9/30/2021	\$ 3,859,596.72	\$ 5,135.94	\$ 14,017.51	\$ 144.97		\$ 3,854,460.78	\$ 13,872.54
11-b	Alvarez & Marsal North America, LLC [Dkt. No. 19241 and 17-3566 Dkt. No. 1254] <i>Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 313,623.63	\$ -	\$ -	\$ -		\$ 313,623.63	\$ -
11-c	Alvarez & Marsal North America, LLC [Dkt. No. 19243 and 17-3567 Dkt. No. 1113] <i>Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 140,886.81	\$ -	\$ -	\$ -		\$ 140,886.81	\$ -
11-d	Alvarez & Marsal North America, LLC [Dkt. No. 19245 and 19-5523 Dkt. No. 229] <i>Counsel for the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 52,055.64	\$ -	\$ -	\$ -		\$ 52,055.64	\$ -
12	Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 19222] <i>Financial Advisor to the FOMB</i>	6/1/2021 - 9/30/2021	\$ 363,292.50	\$ 1,312.50	\$ 6,239.70	\$ -		\$ 361,980.00	\$ 6,239.70
13-a	DiCicco, Gulman & Company LLP [Dkt. No. 19195] <i>Financial Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 270,600.00	\$ 75.00	\$ -	\$ -		\$ 270,525.00	\$ -
13-b	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 1111] <i>Financial Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 6,562.50	\$ -	\$ -	\$ -		\$ 6,562.50	\$ -
13-c	DiCicco, Gulman & Company LLP [19-5523 Dkt. No. 225] <i>Financial Advisor to the FOMB - PREPA</i>	6/1/2021 - 9/30/2021	\$ 78,412.50	\$ 3,225.00	\$ -	\$ -		\$ 75,187.50	\$ -
13-d	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2653] <i>Financial Advisor to the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 4,312.50	\$ -	\$ -	\$ -		\$ 4,312.50	\$ -

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
14	FTI Consulting, Inc. [Dkt. No. 19224]	6/1/2021 - 9/30/2021	\$ 1,423,793.50	\$ 41,263.51	\$ 423,318.39	\$ 30,322.05		\$ 1,382,529.99	\$ 392,996.34
	<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
15	Genovese Joblove & Battista [Dkt. No. 19219]	6/1/2021 - 9/30/2021	\$ 163,687.20	\$ 322.32	\$ 33,089.07	\$ 2,474.10		\$ 163,364.88	\$ 30,614.97
	<i>Counsel to the Official Committee of Retired Employees</i>								
16	Jenner & Block LLP [Dkt. No. 19230]	6/1/2021 - 9/30/2021	\$ 1,591,028.65	\$ 46,747.80	\$ 61,375.41	\$ -		\$ 1,544,280.85	\$ 61,375.41
	<i>Information Agent to the Official Committee of Retired Employees</i>								
17	Marchand ICS Group [Dkt. No. 19226]	6/1/2021 - 9/30/2021	\$ 208,065.00	\$ 87.50	\$ 18,423.53	\$ -		\$ 207,977.50	\$ 18,423.53
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
18	Paul Hastings LLP [Dkt. No. 19238]	6/1/2021 - 9/30/2021	\$ 1,950,268.00	\$ 40,035.18	\$ 63,942.15	\$ -	FN6	\$ 1,910,232.82	\$ 63,942.15
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
19	Zolfo Cooper, LLC [Dkt. No. 19237]	6/1/2021 - 9/30/2021	\$ 907,060.00	\$ 2,711.02	\$ -	\$ -	FN7	\$ 904,348.98	\$ -

FN1 - Adjustment to reflect expenses actually billed.

FN2 - The Brown Rudnick LLP recommendation is being submitted in the absence of a response from the professional, despite requests, but the Fee Examiner remains open to discussion and further adjustment in a subsequent report.

FN3 - Proskauer Rose LLP's eighth, ninth, and tenth interim applications all report—but do not request payment of—compensation constituting incremental fee amounts accrued during 2020 attributable to the firm's actual contractual entitlement to an annual rate increase (the "2020 Incremental Fees"). As part of the review process, the professional has waived all rights with respect to the 2020 Incremental Fees incurred during the eighth, ninth and tenth interim fee periods (from January through September 2020), reported as totaling \$1,981,675.00.

FN4 - The Fee Examiner reserves his rights with respect to \$968,365.00 of vendor-provided electronic research charges. The professional retains all its rights in respect of its final fee application.

FN5 - The Brattle Group, Inc.'s application includes \$59,345.00 in fees incurred after January 15, 2021—the end date specified in the underlying project assignment—for the professional's work on an electricity rate affordability and sustainability study. Proskauer Rose LLP subsequently provided written consent to extend the project assignment's end date to July 31, 2021 and an addendum reflecting the Oversight Board's approval to modify the project assignment's fee cap from \$1,000,000 to \$1,150,000.

FN6 - The Fee Examiner recommends that, for the thirteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$20,123.34, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,737,876.63 (i.e., \$1,950,268.00 minus (a) the aforementioned credit of \$20,123.34 and (b) a credit of \$192,268.03 for fee reductions pursuant to the orders approving Paul Hastings' Eleventh Interim Fee Application).

FN7 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications DEFERRED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
1-a	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
1-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Debtors' Consultant</i>							
2	Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
3-a	Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
	<i>Financial Advisors to PREPA</i>							
3-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
4	Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61			
	<i>Special Counsel to FOMB - PREPA</i>							
5	Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
6-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
6-b	O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
6-c	O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
6-d	O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
7	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
8-a	Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
	<i>Financial Advisors to PREPA</i>							
8-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
9	Citigroup Global Markets Inc. [Dkt. No. 16155]	6/1 - 9/30/2019	\$ 4,705,000.00		\$ 813,391.60			
	<i>Special Counsel to FOMB - PREPA</i>							
10	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
11-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
11-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
11-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
11-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
12	PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			

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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications DEFERRED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)								
	<i>Financial Advisors to Commonwealth</i>							
13-a	Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
	<i>Financial Advisors to PREPA</i>							
13-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
14-a	Brown Rudnick LLP [Dkt. No. 12847]	10/1/2019 - 1/31/2020	\$ 643,562.50		\$ 40,133.81			
	<i>Claims Counsel to FOMB - ERS</i>							
14-b	Brown Rudnick LLP [17-3566 Dkt. No. 864]	10/1/2019 - 1/31/2020	\$ 178,082.50		\$ 598.20			
	<i>Claims Counsel to FOMB - HTA</i>							
14-c	Brown Rudnick LLP [17-3567 Dkt. No. 766]	10/1/2019 - 1/31/2020	\$ 2,885.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
14-d	Brown Rudnick LLP [17-4780 Dkt. No. 1965]	10/1/2019 - 1/31/2020	\$ 261,844.00		\$ 2,889.11			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
15	Citigroup Global Markets Inc. [Dkt. No. 16156]	10/1/2019 - 1/31/2020	\$ 4,840,000.00		\$ 1,206.00			
	<i>Special Counsel to FOMB - PREPA</i>							
16	Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
17-a	O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
	<i>Counsel to AAFAF - HTA</i>							
17-b	O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
	<i>Counsel to AAFAF - ERS</i>							
17-c	O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
	<i>Counsel to AAFAF - PREPA</i>							
17-d	O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
18	PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)								
	<i>Financial Advisors to Commonwealth</i>							
19-a	Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
	<i>Financial Advisors to PREPA</i>							
19-b	Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
20-a	Brown Rudnick LLP [Dkt. No. 15765]	2/1 - 5/31/2020	\$ 514,656.00		\$ 2,767.12			
	<i>Claims Counsel to FOMB - ERS</i>							
20-b	Brown Rudnick LLP [17-3566 Dkt. No. 1070]	2/1 - 5/31/2020	\$ 373,027.50		\$ 7,554.43			
	<i>Claims Counsel to FOMB - HTA</i>							
20-c	Brown Rudnick LLP [17-3567 Dkt. No. 965]	2/1 - 5/31/2020	\$ 1,471.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
20-d	Brown Rudnick LLP [17-4780 Dkt. No. 2373]	2/1 - 5/31/2020	\$ 28,170.00		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
21	Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00		\$ 9,354.30			
	<i>Special Counsel to FOMB - PREPA</i>							
22	Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
23-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			

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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications DEFERRED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to AAFAF - ERS</i>								
23-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03				
	<i>Counsel to AAFAF - HTA</i>								
23-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61				
	<i>Counsel to AAFAF - PREPA</i>								
23-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99				
	<i>Local Counsel to the FOMB</i>								
24	O'Neill & Borges LLC [Dkt. No. 16782]	2/1 - 5/31/2020	\$ 455,558.85		\$ 509.09				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
25	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86				
	Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)								
	<i>Financial Advisors to Commonwealth</i>								
26-a	Ankura Consulting Group, LLC [Dkt. No. 18095]	6/1 - 9/30/2020	\$ 5,079,515.26		\$ -				
	<i>Financial Advisors to PREPA</i>								
26-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -				
	<i>Claims Counsel to FOMB - Commonwealth</i>								
27-a	Brown Rudnick LLP [Dkt. No. 16282]	6/1 - 9/30/2020	\$ 400,158.00		\$ 2,923.99				
	<i>Claims Counsel to FOMB - ERS</i>								
27-b	Brown Rudnick LLP [17-3566 Dkt. No. 1117]	6/1 - 9/30/2020	\$ 194,704.00		\$ 195,408.96				
	<i>Claims Counsel to FOMB - HTA</i>								
27-c	Brown Rudnick LLP [17-3567 Dkt. No. 999]	6/1 - 9/30/2020	\$ 162.00		\$ -				
	<i>Claims Counsel to FOMB - PREPA</i>								
27-d	Brown Rudnick LLP [17-4780 Dkt. No. 2425]	6/1 - 9/30/2020	\$ 54,363.00		\$ 71.33				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
28	Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00		\$ 7,115.40				
	<i>Special Counsel to FOMB - PREPA</i>								
29	Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -				
	<i>Counsel to AAFAF - Commonwealth</i>								
30-a	O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04		\$ 210,123.92				
	<i>Counsel to AAFAF - ERS</i>								
30-b	O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95		\$ 74,371.80				
	<i>Counsel to AAFAF - HTA</i>								
30-c	O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00		\$ 2,182.88				
	<i>Local Counsel to the FOMB</i>								
31	O'Neill & Borges LLC [Dkt. No. 17660]	6/1 - 9/30/2020	\$ 283,425.75		\$ 3,968.93				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
32	PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81				
	Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)								
	<i>Financial Advisors - Commonwealth</i>								
33-a	Ankura Consulting Group, LLC [Dkt. No. 18168]	10/1/2020 - 1/31/2021	\$ 4,613,452.36		\$ 68,005.73				
	<i>Financial Advisors - PREPA</i>								
33-b	Ankura Consulting Group, LLC [Dkt. No. 17831]	10/1/2020 - 1/31/2021	\$ 1,850,867.90		\$ 36,019.70				
	<i>Claims Counsel to FOMB - Commonwealth</i>								
34-a	Brown Rudnick LLP [Dkt. No. 17447]	10/1/2020 - 1/31/2021	\$ 612,405.00		\$ 2,238.65				
	<i>Claims Counsel to FOMB - ERS</i>								
34-b	Brown Rudnick LLP [17-3566 Dkt. No. 1186]	10/1/2020 - 1/31/2021	\$ 43,511.00		\$ 10,535.60				

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications DEFERRED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Claims Counsel to FOMB - PREPA</i>								
34-c	Brown Rudnick LLP [17-4780 Dkt. No. 2564]	10/1/2020 - 1/31/2021	\$ 29,826.00		\$ 34.17				
	<i>Counsel to AAFAF - Commonwealth</i>								
35-a	O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00		\$ 181,441.88				
	<i>Counsel to AAFAF - ERS</i>								
35-b	O'Melveny & Myers LLP [Dkt. No. 16769]	10/1/2020 - 1/31/2021	\$ 712,225.00		\$ 93,367.41				
	<i>Counsel to AAFAF - HTA</i>								
35-c	O'Melveny & Myers LLP [Dkt. No. 16770]	10/1/2020 - 1/31/2021	\$ 73,920.50		\$ 4,409.76				
	<i>Local Counsel to the FOMB</i>								
36	O'Neill & Borges LLC [Dkt. No. 18127]	10/1/2020 - 1/31/2021	\$ 328,468.50		\$ 3,894.86				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
37	PJT Partners LP [Dkt. No. 16945]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -				
	<i>Counsel to Debtors - Commonwealth</i>								
38-a	Proskauer Rose LLP [Dkt. No. 17587]	10/1/2020 - 1/31/2021	\$ 11,164,006.40		\$ 438,081.14				
	<i>Counsel to Debtors - ERS</i>								
38-b	Proskauer Rose LLP [Dkt. No. 17589 and 17-3566 Dkt. No. 1194]	10/1/2020 - 1/31/2021	\$ 1,308,558.00		\$ 141,875.63				
	<i>Counsel to Debtors - HTA</i>								
38-c	Proskauer Rose LLP [Dkt. No. 17591 and 17-3567 Dkt. No. 1056]	10/1/2020 - 1/31/2021	\$ 1,790,417.60		\$ 78,072.78				
	<i>Counsel to Debtors - PBA</i>								
38-d	Proskauer Rose LLP [Dkt. No. 17596 and 19-5523 Dkt. No. 166]	10/1/2020 - 1/31/2021	\$ 12,769.50		\$ 344.00				
	<i>Counsel to Debtors - PREPA</i>								
38-e	Proskauer Rose LLP [Dkt. No. 17592 and 17-4780 Dkt. No. 2573]	10/1/2020 - 1/31/2021	\$ 3,859,914.50		\$ 129,277.60				
	Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)								
	<i>Financial Advisors - PREPA</i>								
39	Ankura Consulting Group, LLC [Dkt. No. 19189, 19634 and 17-4780 Dkt. No. 2650]	2/1/2021 - 5/31/2021	\$ 5,901,035.25		\$ 196,557.40				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - AAFAF</i>								
40	Brattle Group, Inc., The [Dkt. No. 17393]	2/1/2021 - 5/31/2021	\$ 90,518.62		\$ -				
	<i>Claims Counsel to FOMB - Commonwealth</i>								
41-a	Brown Rudnick LLP [Dkt. No. 17740]	2/1/2021 - 5/31/2021	\$ 537,973.00		\$ 2,328.07				
	<i>Claims Counsel to FOMB - ERS</i>								
41-b	Brown Rudnick LLP [17-3566 Dkt. No. 1208]	2/1/2021 - 5/31/2021	\$ 57,377.00		\$ 5,493.50				
	<i>Claims Counsel to FOMB - PREPA</i>								
41-c	Brown Rudnick LLP [17-4780 Dkt. No. 2592]	2/1/2021 - 5/31/2021	\$ 8,687.00		\$ -				
	<i>Puerto Rico Counsel to the AAFAF</i>								
42	Marini Pietrantonio Muniz LLC [Dkt. No. 17357]	2/1/2021 - 5/31/2021	\$ 380,863.00		\$ 5,054.48				
	<i>Local Counsel to the FOMB</i>								
43	O'Neill & Borges LLC [Dkt. No. 19412]	2/1/2021 - 5/31/2021	\$ 310,184.10		\$ 7,080.85				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
44	PJT Partners LP [Dkt. No. 19494]	2/1/2021 - 5/31/2021	\$ 5,000,000.00		\$ -				
	<i>Counsel to Debtors - Commonwealth</i>								
45-a	Proskauer Rose LLP [Dkt. No. 19689]	2/1/2021 - 5/31/2021	\$ 17,771,894.20		\$ 972,661.56				
	<i>Counsel to Debtors - ERS</i>								
45-b	Proskauer Rose LLP [Dkt. No. 19696 and 17-3566 Dkt. No. 1294]	2/1/2021 - 5/31/2021	\$ 412,901.90		\$ 25,150.15				
	<i>Counsel to Debtors - HTA</i>								
45-c	Proskauer Rose LLP [Dkt. No. 19694 and 17-3567 Dkt. No. 1120]	2/1/2021 - 5/31/2021	\$ 1,189,185.20		\$ 39,430.16				

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications DEFERRED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors - PBA</i>								
45-d	Proskauer Rose LLP [Dkt. No. 19692 and 19-5523 Dkt. No. 267]	2/1/2021 - 5/31/2021	\$ 29,993.10		\$ -				
	<i>Counsel to Debtors - PREPA</i>								
45-e	Proskauer Rose LLP [Dkt. No. 19690 and 17-4780 Dkt. No. 2678]	2/1/2021 - 5/31/2021	\$ 5,901,381.30		\$ 184,992.83				
	Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)								
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>								
46-a	Brattle Group, Inc., The [Dkt. No. 19275]	6/1/2021 - 9/30/2021	\$ 629,297.06		\$ 1,500.00				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Assessment of House Bill 3</i>								
46-b	Brattle Group, Inc., The [Dkt. No. 19272]	6/1/2021 - 9/30/2021	\$ 24,491.70		\$ -				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Title III Expert Support</i>								
46-c	Brattle Group, Inc., The [Dkt. No. 19273]	6/1/2021 - 9/30/2021	\$ 503,859.50		\$ 2,552.70				
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Healthcare Acts</i>								
46-d	Brattle Group, Inc., The [Dkt. No. 19274]	6/1/2021 - 9/30/2021	\$ 1,372.50		\$ -				
	<i>Claims Counsel to the FOMB - Commonwealth</i>								
47-a	Brown Rudnick LLP [Dkt. No. 19321]	6/1/2021 - 9/30/2021	\$ 465,491.50		\$ 1,409.10				
	<i>Claims Counsel to the FOMB - ERS</i>								
47-b	Brown Rudnick LLP [17-3566 Dkt. No. 1263]	6/1/2021 - 9/30/2021	\$ 800.00		\$ -				
	<i>Claims Counsel to the FOMB - PREPA</i>								
47-c	Brown Rudnick LLP [17-4780 Dkt. No. 2658]	6/1/2021 - 9/30/2021	\$ 91,691.00		\$ 904.90				
	<i>Puerto Rico Counsel to PREPA</i>								
48	Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 19518 AND 17-4780 Dkt No. 2670]	6/1/2021 - 9/30/2021	\$ 2,348,212.50		\$ 17,024.79				
	<i>Local Counsel to AAFAF</i>								
49	Marini Pietrantonio Muniz LLC [Dkt. No. 19223]	6/1/2021 - 9/30/2021	\$ 422,971.50		\$ 3,741.12				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
50	PJT Partners LP [Dkt. No. 19805]	6/1/2021 - 9/30/2021	\$ 5,000,000.00		\$ -				

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications:

Applicant		Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Counsel to AAFAF - COFINA</i>								
1	O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 5810, 9316, 12827,
12829, 12831, 12833, 12835, 14348, 14350,
14352, 14354, 14356, 14522, 16075, 16143,
16144, 16146, 16148, 16150, 17553, 18066,
18293, 18296, 18454, 18494, 19195, 19219,
19222, 19224, 19226, 19230, 19237, 19238,
19239, 19241, 19243, 19245; 20385

Case No. 17-3566 Dkt. Nos. 717, 862, 988,
1112, 1254

Case No. 17-3567 Dkt. Nos. 654, 764, 925,
996, 1111, 1113

Case No. 17-4780 Dkt. Nos. 1133, 1778,
1963, 2208, 2399, 2410, 2653

Case No. 19-5523 Dkt. Nos. 70, 96, 110,
225, 229

Hearing Date: March 23, 2022 at 9:30 a.m.
(AST)

**OMNIBUS ORDER AWARDING: INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE THIRTEENTH INTERIM (JUNE 1, 2021 – SEPTEMBER 30,
2021) AND PRIOR COMPENSATION PERIODS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 5810, 9316, 12827, 12829, 12831, 12833, 12835, 14348, 14350, 14352, 14354, 14356, 14522, 16075, 16143, 16144, 16146, 16148, 16150, 17553, 18066, 18293, 18296, 18454, 18494, 19195, 19219, 19222, 19224, 19226, 19230, 19237, 19238, 19239, 19241, 19243, 19245 [Case No. 17-3283]; 717, 862, 988, 1112, 1254 [Case No. 17-3566]; 654, 764, 925, 996, 1111, 1113 [Case No. 17-3567]; 1133, 1778, 1963, 2208, 2399, 2410, 2653 [Case No. 17-4780]; and 70, 96, 110, 225, 229 [Case No. 19-5523], the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee*

Examiner and Related Relief [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.
4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 724, 864, 873, 967, 1070, 1048, 1117, 1186, 1194, 1208, 1263, 1294

[Case No. 17-3566], 615, 657, 766, 770, 920, 952, 965, 999, 1056, 1120 [Case No. 17-3567], 1137, 1489, 1604, 1786, 1788, 1965, 1970, 1977, 2175, 2343, 2373, 2377, 2425, 2564, 2573, 2592, 2650, 2658, 2670, 2678 [Case No. 17-4780], 166, 267 [Case No. 19-5523], 8014, 8180, 8454, 9215, 9275, 9332, 9354, 9538, 9539, 12180, 12401, 12847, 12907, 13600, 13725, 14031, 14041, 14179, 14523, 14924, 15472, 15477, 15481, 15482, 15553, 15554, 15577, 15765, 16155, 16156, 16157, 16158, 16282, 16768, 16769, 16770, 16782, 16945, 17357, 17393, 17447, 17587, 17589, 17591, 17592, 17596, 17660, 17740, 17831, 18095, 18127, 18168, 19189, 19223, 19272, 19273, 19274, 19275, 19321, 19412, 19494, 19518, 19634, 19689, 19690, 19692, 19694, 19696, 19805, remain adjourned for consideration at a later hearing date.

5. This Order resolves Docket Entry Nos. 5810, 9316, 12827, 12829, 12831, 12833, 12835, 14348, 14350, 14352, 14354, 14356, 14522, 16075, 16143, 16144, 16146, 16148, 16150, 17553, 18066, 18293, 18296, 18454, 18494, 19195, 19219, 19222, 19224, 19226, 19230, 19237, 19238, 19239, 19241, 19243, 19245 [Case No. 17-3283]; 717, 862, 988, 1112, 1254 [Case No. 17-3566]; 654, 764, 925, 996, 1111, 1113 [Case No. 17-3567]; 1133, 1778, 1963, 2208, 2399, 2410, 2653 [Case No. 17-4780]; and 70, 96, 110, 225, 229 [Case No. 19-5523].

SO ORDERED.

Dated: March ____, 2022

LAURA TAYLOR SWAIN
United States District Judge

26903005.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
<i>Puerto Rico Counsel for PREPA</i>									
1	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00	\$ 4,845.00	\$ 756.22	\$ 50.00	FN1	\$ 536,435.00	\$ 806.22
<i>Investment Banker and Financial Advisor to FOMB</i>									
2	Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00	\$ 34,511.28	\$ 41,623.98	\$ -		\$ 1,940,488.72	\$ 41,623.98
Seventh Interim Fee Period (June 1 - September 30, 2019)									
<i>Claims Counsel to FOMB - Commonwealth</i>									
3-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00	\$ 153,419.17	\$ 205,804.25	\$ 18,661.89	FN2	\$ 1,107,633.83	\$ 187,142.36
<i>Claims Counsel to FOMB - HTA</i>									
3-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00	\$ 342.72	\$ -	\$ -	FN2	\$ 2,474.28	\$ -
<i>Claims Counsel to FOMB - ERS</i>									
3-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00	\$ 3,570.47	\$ -	\$ -	FN2	\$ 25,777.53	\$ -
<i>Claims Counsel to FOMB - PREPA</i>									
3-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00	\$ 53,489.70	\$ 9,138.57	\$ 828.67	FN2	\$ 386,177.30	\$ 8,309.90
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
4-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70	\$ -	\$ 488,281.95	\$ -	FN3, FN4	\$ 11,904,959.70	\$ 488,281.95
<i>Counsel to Debtors - ERS</i>									
4-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90	\$ -	\$ 72,528.81	\$ -	FN3	\$ 1,732,608.90	\$ 72,528.81
<i>Counsel to Debtors - HTA</i>									
4-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10	\$ -	\$ 82,253.31	\$ -	FN3	\$ 2,967,593.10	\$ 82,253.31
<i>Counsel to Debtors - PBA</i>									
4-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80	\$ -	\$ 105.80	\$ -	FN3	\$ 264,301.80	\$ 105.80
<i>Counsel to Debtors - PREPA</i>									
4-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30	\$ -	\$ 316,994.84	\$ -	FN3	\$ 5,694,120.30	\$ 316,994.84
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
5-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60	\$ -	\$ 812,642.95	\$ -	FN3, FN4	\$ 16,498,056.60	\$ 812,642.95
<i>Counsel to Debtors - ERS</i>									
5-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20	\$ -	\$ 49,926.81	\$ -	FN3	\$ 1,866,775.20	\$ 49,926.81
<i>Counsel to Debtors - HTA</i>									
5-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80	\$ -	\$ 27,280.77	\$ -	FN3	\$ 657,568.80	\$ 27,280.77
<i>Counsel to Debtors - PBA</i>									
5-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80	\$ -	\$ 443.90	\$ -	FN3	\$ 162,451.80	\$ 443.90
<i>Counsel to Debtors - PREPA</i>									
5-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10	\$ -	\$ 255,819.76	\$ -	FN3	\$ 2,997,464.10	\$ 255,819.76
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
<i>Counsel to Debtors - Commonwealth</i>									
6-a	Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90	\$ -	\$ 556,621.24	\$ 42,897.92	FN3, FN4	\$ 14,735,103.90	\$ 513,723.32
<i>Counsel to Debtors - ERS</i>									
6-b	Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,217,593.90	\$ -	\$ 93,500.38	\$ -	FN3	\$ 3,217,593.90	\$ 93,500.38
<i>Counsel to Debtors - HTA</i>									

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
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PROMESA Title III No. 17 BK 3283-LTS

Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
6-c	Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996] <i>Counsel to Debtors - PBA</i>	6/1 - 9/30/2020	\$ 389,151.90	\$ -	\$ 37,317.45	\$ -	FN3	\$ 389,151.90	\$ 37,317.45
6-d	Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110] <i>Counsel to Debtors - PREPA</i>	6/1 - 9/30/2020	\$ 27,642.00	\$ -	\$ -	\$ -	FN3	\$ 27,642.00	\$ -
6-e	Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410] <i>Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)</i> <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>	6/1 - 9/30/2020	\$ 3,938,373.60	\$ -	\$ 144,038.33	\$ -	FN3	\$ 3,938,373.60	\$ 144,038.33
7	Brattle Group, Inc., The [Dkt. No. 16075 and 17-4780 Dkt. No. 2399] <i>Debtors' Service Agent</i>	9/1/2020 - 1/31/2021	\$ 986,673.50	\$ 3,414.57	\$ 5,687.50	\$ -	FN5	\$ 983,258.93	\$ 5,687.50
8	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18293] <i>Attorneys for FOMB</i>	9/1/2020 - 1/31/2021	\$ 18,473.90	\$ -	\$ 39,669.47	\$ -		\$ 18,473.90	\$ 39,669.47
8	Munger, Tolles & Olson LLP [Dkt. No. 17553] <i>Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)</i> <i>Debtors' Service Agent</i>	2/1/2020 - 11/30/2020	\$ 103,642.16	\$ -	\$ 9,505.50	\$ -		\$ 103,642.16	\$ 9,505.50
9	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 18296] <i>Financial Advisor to FOMB</i>	2/1/2021 - 5/31/2021	\$ 17,199.60	\$ -	\$ 31,571.53	\$ -		\$ 17,199.60	\$ 31,571.53
10	Ernst & Young LLP [Dkt. No. 18066 & 18454 & 18494] <i>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</i> <i>Advisor to the FOMB - Commonwealth</i>	2/1/2021 - 5/31/2021	\$ 10,021,758.20	\$ 165,000.00	\$ 1,769.80	\$ -		\$ 9,856,758.20	\$ 1,769.80
11-a	Alvarez & Marsal North America, LLC [Dkt. No. 19239] <i>Advisor to the FOMB - ERS</i>	6/1/2021 - 9/30/2021	\$ 3,859,596.72	\$ 5,135.94	\$ 14,017.51	\$ 144.97		\$ 3,854,460.78	\$ 13,872.54
11-b	Alvarez & Marsal North America, LLC [Dkt. No. 19241 and 17-3566 Dkt. No. 1254] <i>Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 313,623.63	\$ -	\$ -	\$ -		\$ 313,623.63	\$ -
11-c	Alvarez & Marsal North America, LLC [Dkt. No. 19243 and 17-3567 Dkt. No. 1113] <i>Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 140,886.81	\$ -	\$ -	\$ -		\$ 140,886.81	\$ -
11-d	Alvarez & Marsal North America, LLC [Dkt. No. 19245 and 19-5523 Dkt. No. 229] <i>Counsel for the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 52,055.64	\$ -	\$ -	\$ -		\$ 52,055.64	\$ -
12	Bennazar, Garcia & Milian, C.S.P. [Dkt. No. 19222] <i>Financial Advisor to the FOMB</i>	6/1/2021 - 9/30/2021	\$ 363,292.50	\$ 1,312.50	\$ 6,239.70	\$ -		\$ 361,980.00	\$ 6,239.70
13-a	DiCicco, Gulman & Company LLP [Dkt. No. 19195] <i>Financial Advisor to the FOMB - HTA</i>	6/1/2021 - 9/30/2021	\$ 270,600.00	\$ 75.00	\$ -	\$ -		\$ 270,525.00	\$ -
13-b	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 1111] <i>Financial Advisor to the FOMB - PBA</i>	6/1/2021 - 9/30/2021	\$ 6,562.50	\$ -	\$ -	\$ -		\$ 6,562.50	\$ -
13-c	DiCicco, Gulman & Company LLP [19-5523 Dkt. No. 225] <i>Financial Advisor to the FOMB - PREPA</i>	6/1/2021 - 9/30/2021	\$ 78,412.50	\$ 3,225.00	\$ -	\$ -		\$ 75,187.50	\$ -
13-d	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2653] <i>Financial Advisor to the Official Committee of Retired Employees</i>	6/1/2021 - 9/30/2021	\$ 4,312.50	\$ -	\$ -	\$ -		\$ 4,312.50	\$ -

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Fifth - Thirteenth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
14	FTI Consulting, Inc. [Dkt. No. 19224]	6/1/2021 - 9/30/2021	\$ 1,423,793.50	\$ 41,263.51	\$ 423,318.39	\$ 30,322.05		\$ 1,382,529.99	\$ 392,996.34
	<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
15	Genovese Joblove & Battista [Dkt. No. 19219]	6/1/2021 - 9/30/2021	\$ 163,687.20	\$ 322.32	\$ 33,089.07	\$ 2,474.10		\$ 163,364.88	\$ 30,614.97
	<i>Counsel to the Official Committee of Retired Employees</i>								
16	Jenner & Block LLP [Dkt. No. 19230]	6/1/2021 - 9/30/2021	\$ 1,591,028.65	\$ 46,747.80	\$ 61,375.41	\$ -		\$ 1,544,280.85	\$ 61,375.41
	<i>Information Agent to the Official Committee of Retired Employees</i>								
17	Marchand ICS Group [Dkt. No. 19226]	6/1/2021 - 9/30/2021	\$ 208,065.00	\$ 87.50	\$ 18,423.53	\$ -		\$ 207,977.50	\$ 18,423.53
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
18	Paul Hastings LLP [Dkt. No. 19238]	6/1/2021 - 9/30/2021	\$ 1,950,268.00	\$ 40,035.18	\$ 63,942.15	\$ -	FN6	\$ 1,910,232.82	\$ 63,942.15
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
19	Zolfo Cooper, LLC [Dkt. No. 19237]	6/1/2021 - 9/30/2021	\$ 907,060.00	\$ 2,711.02	\$ -	\$ -	FN7	\$ 904,348.98	\$ -

FN1 - Adjustment to reflect expenses actually billed.

FN2 - The Brown Rudnick LLP recommendation is being submitted in the absence of a response from the professional, despite requests, but the Fee Examiner remains open to discussion and further adjustment in a subsequent report.

FN3 - Proskauer Rose LLP's eighth, ninth, and tenth interim applications all report—but do not request payment of—compensation constituting incremental fee amounts accrued during 2020 attributable to the firm's actual contractual entitlement to an annual rate increase (the "2020 Incremental Fees"). As part of the review process, the professional has waived all rights with respect to the 2020 Incremental Fees incurred during the eighth, ninth and tenth interim fee periods (from January through September 2020), reported as totaling \$1,981,675.00.

FN4 - The Fee Examiner reserves his rights with respect to \$968,365.00 of vendor-provided electronic research charges. The professional retains all its rights in respect of its final fee application.

FN5 - The Brattle Group, Inc.'s application includes \$59,345.00 in fees incurred after January 15, 2021—the end date specified in the underlying project assignment—for the professional's work on an electricity rate affordability and sustainability study. Proskauer Rose LLP subsequently provided written consent to extend the project assignment's end date to July 31, 2021 and an addendum reflecting the Oversight Board's approval to modify the project assignment's fee cap from \$1,000,000 to \$1,150,000.

FN6 - The Fee Examiner recommends that, for the thirteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$20,123.34, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,737,876.63 (i.e., \$1,950,268.00 minus (a) the aforementioned credit of \$20,123.34 and (b) a credit of \$192,268.03 for fee reductions pursuant to the orders approving Paul Hastings' Eleventh Interim Fee Application).

FN7 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.